

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE AMBAC FINANCIAL GROUP, INC.
DERIVATIVE LITIGATION

)
) Lead Case No. 08-CV-854 (SHS)
)
) (Derivative Action) (ECF Case)
)

This Document Relates To:

ALL ACTIONS.

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**DEFENDANTS' NOTICE OF MOTION TO DISMISS THE CONSOLIDATED
SHAREHOLDER DERIVATIVE COMPLAINT**

PLEASE TAKE NOTICE that, upon Defendants' Memorandum in Support of Defendants' Motion to Dismiss the Consolidated Shareholder Derivative Complaint and the Declaration of Joshua A. Naftalis dated August 8, 2008, and exhibits thereto, defendants will move this Court before the Honorable Sidney H. Stein, United States District Judge, at the United States Courthouse, 500 Pearl Street, New York, New York 10007, at a date and time to be determined by the Court, for an order, pursuant to Fed. R. Civ. P. 9(b), 12(b)(6), and 23.1, dismissing all of plaintiffs' claims on either or both of two alternative grounds: (1) for failure to make a pre-suit demand upon the Ambac Board and failure to allege with particularity why such a demand would be futile and (2) for failure to plead the claims with the requisite particularity and/or failure to state a claim upon which relief may be granted; and, in the further alternative, dismissing all of plaintiffs' claims against Ambac's directors because Ambac's Charter exculpates its directors from liability to the corporation or its stockholders for matters of the kind alleged in the Consolidated Shareholder Derivative Complaint.

Pursuant to the scheduling order entered by this Court on April 16, 2008, plaintiffs' opposing papers, if any, are to be served and filed no later than September 22, 2008 and defendants' reply papers are to be served and filed no later than 30 days thereafter.

Dated: New York, New York
August 8, 2008

WACHTELL, LIPTON, ROSEN & KATZ

By /s/ Peter C. Hein
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